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RECORDATION NO. 8396-C
Filed & Recorded
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Date MAY 9 1977
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INTERSTATE COMMERCE COMMISSION
RECORDATION NO. 8396-B
Filed & Recorded
May 4, 1977
MAY 9 1977-10 20 AM
INTERSTATE COMMERCE COMMISSION

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Filed & Recorded

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: File No. 8396A
File No. 8396B

RECORDATION NO. 8396-E
Filed & Recorded

MAY 9 1977-10 20 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

There is enclosed herewith the following:

1. Three (3) copies of a Release and Reassignment duly executed by the National Central Bank of York, Pa., re-assigning to Emons Leasing Co., Inc. the Conditional Sale Agreement which was filed in your office on July 1, 1976 under File No. 8396A and which Conditional Sale Agreement was assigned to National Central Bank by Agreement and Assignment filed with Interstate Commerce Commission on July 1, 1976 under File No. 8396B;

2. Three (3) executed copies of a Satisfaction of Chattel Mortgage and Security Agreement duly executed by National Central Bank of York, Pa. The Chattel Mortgage and Security Agreement referred to in the Satisfaction enclosure refers to a Chattel Mortgage filed with the Interstate Commerce Commission on July 1, 1976 and filed under File No. 8396B.

3. Three (3) copies of a Bill of Sale from Emons Leasing Co., Inc. to Maryland And Pennsylvania Railroad Company. This refers to the Conditional Sale Agreement filed with the Commission on July 1, 1976 under File No. 8396A;

4. Check to the order of the Interstate Commerce Commission for an amount which has been left blank. Would you be good enough to fill in the amount of the filing fees and return to us your usual receipt and acknowledgment of the filing of the enclosures together with the amount for which the check has been filled in.

Very truly yours,

Melvin S. Slade

MSS:ig
Enc.

cc: Mr. Robert Grossman
Mr. Charles F. Kiley
BT Equipment Leasing

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RELEASE AND REASSIGNMENT

INTERSTATE COMMERCE COMMISSION

WHEREAS, under a certain Conditional Sale Agreement dated as of May 27, 1976, (hereinafter called the "Conditional Sale Agreement") between EMONS LEASING CO., INC., a New Jersey Corporation (hereinafter called "EMONS"), and the MARYLAND AND PENNSYLVANIA RAILROAD COMPANY, a Corporation organized under the laws of the State of Maryland and the Commonwealth of Pennsylvania (hereinafter called the "M & P"), (which Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on July 1, 1976 under File Number 8396A) EMONS agreed to sell and the M & P agreed to purchase 100 new 70 ton 50'6" Single Sheathed, Outside State, Rigid Underframe, General Purpose Boxcars, Class "XM", bearing M & P Numbers MPA 9200 through 9299, inclusive, (hereinafter called the "Equipment"), and

WHEREAS, under the terms of an Agreement and Assignment dated June 28, 1976, between EMONS and National Central Bank ("National Central"), (which Assignment was filed and recorded with the Interstate Commerce Commission on July 1, 1976 under File Number 8396B), EMONS assigned and transferred to National Central all of its right, title and interest under the Conditional Sale Agreement, all payments due and to become due thereunder, all right, title and interest of EMONS in and to

the Equipment and all of EMONS' rights and remedies under the Conditional Sale Agreement and the M & P has made full payment to EMONS due or to become due under the Conditional Sale Agreement and the conditions and obligations of the M & P under the Conditional Sale Agreement have been satisfied in full; and

WHEREAS, National Central has received full payment of the indebtedness due it;

NOW, THEREFORE, National Central, in consideration of the sum of One (\$1.00) Dollar to it in hand paid, the receipt of which is hereby acknowledged, does hereby sell, assign, convey, transfer and set over to EMONS all of its right, title and interest in and to the Conditional Sale Agreement and all of the items of Equipment which are the subject of the Conditional Sale Agreement, the Assignment being hereby terminated, released and revoked in full.

IN WITNESS WHEREOF, the National Central Bank has caused this instrument to be executed in its corporate name by one of its corporate officers and its corporate seal to be hereto affixed and attested by one of its officers this 24 day of May, 1977.

NATIONAL CENTRAL BANK

ATTEST:

Kathryn M. Barker

Title: COMMERCIAL LOAN OFFICER

By

Title:

Harry M. Zuercher
V.P.

The undersigned, EMONS LEASING CO., INC., does hereby
consent to the foregoing.

EMONS LEASING CO., INC.

By Robert Grossman, Pres.
Title:

COMMONWEALTH OF PENNSYLVANIA)
:
COUNTY OF YORK)

On the *2nd* day of May, 1977, before me personally
came *Harry M. Zimmerman*
and *Kathryn M. Bockgren*
to me known, who, being by me duly sworn, did depose and say
that they reside at No. *12 E. Market St., York, Pa.*
and No. *12 E. Market St. York, Pa.*
that they are *Vice President* and *Asst. Loan Officer*, respectively,
of NATIONAL CENTRAL BANK, the corporation described in, and which
executed, the foregoing instrument; that they know the seal of
said corporation; that the seal affixed to said instrument is such
corporate seal; that it was so affixed by order of the board of
directors of said corporation; that they signed their name there-
to by like order.

Lillian Spitz

NOTARY PUBLIC

LILLIAN SPITZ, NOTARY PUBLIC
YORK, YORK CO., PA.
MY COMMISSION EXPIRES MARCH 28, 1981